Organizational Regulations

Amended, restated and released by the Board of Directors of Sonova Holding AG on 13 November 2025.

Pursuant to the Articles of Association of Sonova Holding AG, the Board of Directors enacts the following Regulations[1].

Art. 1 Purpose

1. The Sonova Holding AG Organizational Regulations (**"OrgReg"**) establish a framework for enabling the relevant corporate bodies to conduct Sonova's business successfully by:
   - creating a corporate environment of customer focus, cooperative spirit, and mutual trust;
   - setting out duties and authorities; and
   - meeting requirements of law and good corporate governance.
2. The OrgReg shall be interpreted to assign top priority to the mission of leading and developing a successful company.

Art. 2 Scope

1. Sonova Holding AG ("**Company**") is the ultimate parent company of a global group of subsidiaries consolidated into its financial statements (each a "**Group Company**", collectively with the Company, the "**Group**") which conduct the business operations of the Company. In this function and in accordance with applicable laws and regulations, the Company is responsible for the management of the Group.
2. The OrgReg govern the organization of the Group, including the duties and authorities of the following corporate bodies and officials (**"Corporate Bodies"**):
   - the Board of Directors (**"Board"**);
   - the Board Committees (**"Committees"**);
   - the Board Chair (**"Chair"**);
   - the Board Vice-Chair (**"Vice-Chair"**);
   - the Chief Executive Officer (**"CEO"**); and
   - the Group Executives (**"GE"**).
3. In the selection and nomination processes, the relevant Corporate Bodies shall consider expertise, experience and skills needed (incl. related to environmental, social and governance aspects) for the respective tasks seeking, where possible, to establish balance in terms of diversity (gender, age, nationalities or country of origin, ethnicity, cultural background, competencies, ways of believing and mindsets).

General Provisions

Art. 3 Duty of Care and Loyalty

Corporate Body members must perform their duties with the utmost diligence and safeguard the Company's interests in good faith at all times.

Art. 4 Conflicts of Interest

1. A Corporate Body member who potentially has a conflict of interest involving the Company or the Group shall disclose the nature of their interest to the Chair (for Board members or the CEO) or the CEO (for GE members, Internal Audit & Risk, or Global Compliance) without delay. For conflicts involving the Chair, the full Board shall be notified. The Chair or the CEO, as applicable, shall decide on appropriate measures and may request a Board decision reflecting the seriousness of any such conflict. The deciding authority shall adopt and implement necessary measures to protect the Company or the Group interests without involvement of the

[1] References to the generic masculine equally apply to all genders.

conflicted individual. This may include requiring such individuals to refrain from discussions and/or voting in any such matter.

2. A conflicting interest means the special interest of Corporate Body member or related persons, including a financial or other interest in, or close link to, the transaction that could reasonably affect their judgment.

3. If a conflicted individual must abstain from voting, he or she shall not be counted in the meeting quorum. Best efforts shall be used to ensure they do not receive confidential information regarding the transaction.

4. Commercial transactions or business arrangements between individuals or related persons and the Group must be at "arm's length" and, to the extent outside of the ordinary course of business, approved by the Board (for a Board member or the CEO) or the CEO (for GE members, Internal Audit & Risk, and Global Compliance) without the conflicted individual's participation. The approving authority may require a neutral third-party opinion on the arm's length nature of the transaction.

Art. 5 Confidentiality

1. Corporate Body members and any further persons involved in Corporate Body meetings shall not disclose any facts which they learn in the execution of their function, and which are not otherwise public knowledge, and shall use such information only for the Group's benefit. This duty of confidentiality and non-use extends beyond the termination of office.

2. Corporate Body members must return or destroy all business-related documents or electronic data by the end of their term of office.

3. Measures to prevent insider-dealing offences are addressed in the "Insider Trading Prevention Directive".

Board of Directors

Art. 6 Election, Mandate, Composition

1. The Board members elected by the Shareholders' Meeting.

2. The Board shall not nominate a Board candidate for reelection who has completed the 70th year of age. In justified individual cases, the Board may make an exemption.

3. The Board may be composed of independent and non-independent members. The Board aims to be constituted by a majority of independent members. An independent member – personally or in association with related persons – has:
   - not been a GE member during the 3 years preceding election of the member;
   - not served as lead auditor of the external auditor in the 2 years before election of the member; and
   - no or comparatively minor business relations with the Company.

Art. 7 Constitution

1. Except for the election of the Chair and the NCC, the Board constitutes itself. It appoints the Secretary of the Board ("Secretary"), who does not need to be a Board member, and may appoint a Vice-Chair.

2. The Committees are governed by Art. 19.

Art. 8 Mandate

1. The Board is ultimately responsible for directing the Company and supervising and controlling its management.

2. The Board may take decisions on all matters which are not expressly reserved to the Shareholders' Meeting or to another Corporate Body by law, the Articles of Association or the OrgReg.

Art. 9 Duties and Regular Board Information

1. Pursuant to the Articles of Association, the Board shall be responsible for providing the overall strategic direction of the Group and its management. In particular, the Board shall have the following non-transferable and inalienable duties:

(a) overall management of the Company and issuing of necessary directives;
(b) approval of Company policy and strategy;
(c) establishment of the organization and the enactment of Organizational Regulations;
(d) structure the accounting, financial controlling, and financial planning;
(e) appoint and remove the persons entrusted with management and representation of the Company;
(f) overall supervision of persons entrusted with the management regarding compliance with laws, Articles of Association and Company regulations;
(g) create of the business report, the compensation report and, if applicable, the report on non-financial matters pursuant to Art. 964c of the Swiss Code of Obligations;
(h) prepare the Shareholders' Meeting and implement its resolutions;
(i) the non-transferable and inalienable duties and powers of the Board under the Swiss Merger Act;
(j) submit a petition for debt-restructuring moratorium and the notify the court in the event of excessive indebtedness;
(k) decide on share capital matters and statutory amendments, share register management, and auditor qualification oversight;
(l) determine the general employment terms and the compensation for Board and GE members;
(m) determine Board proposals to the Shareholders' Meeting regarding aggregate compensation under the Articles of Association;
(n) determine the "Delegation of Authorities" and signatory powers, and
(o) any other matter reserved to the entire Board under Swiss statutory law.

2. Other matters may require Chair or Board approval pursuant to the Sonova Holding AG "Delegation of Authorities".

3. The Board receives information on or approves the following matters submitted by the CEO:
(a) strategic plan, annual budget and interim financial reports of the Group;
(b) fundamental changes including major financial and legal transactions, business locations and technology;
(c) strategically relevant legal proceedings and contractual obligations;
(d) annual Risk Report and the annual Compliance Report;
(e) ESG strategy, initiatives, goals, and progress updates;
(f) diversity developments;
(g) cybersecurity updates; and
(h) GE members evaluation, and succession planning and development of the CEO's direct reports.

Art. 10 Appointments

The Board appoints and removes:

- the Secretary, a Vice-Chair (if appointed);
- the members and the chairs of the AC and the TIC as well as the chair of the NCC (as defined in Art. 19 para. 1 below);
  - the CEO, upon recommendation of the NCC; and
  - the GE members, upon proposal by the CEO and recommendation of the NCC.

Art. 11 Invitation

1. The Board shall convene as often as necessary, at least four times a year.

2. The Board meets at the invitation of the Chair.

3. Invitations to Board meetings will ordinarily be sent out at least 5 days in advance.

4. In urgent cases, the Chair may call a meeting at short notice in writing or by other convenient means of communication.

5. Each Board member and the CEO may demand in writing that the Chair convenes a meeting.

Art. 12 Agenda

1. The invitation includes the agenda of the meeting and, where practicable, the Board pack.

2. Each Board member and the CEO may demand in writing, at least 14 days before the meeting, that specified items be placed on the agenda.

Art. 13 Participation

1. Absent Board members may not be represented.

2. The Chair may invite other persons to attend the meeting. Ordinarily, persons responsible for a particular major business should be present, and persons who can provide detailed or technical expertise on the agenda items should be available.

3. Ordinarily, each meeting should include modules reserved for dialogue exclusively among Board members.

Art. 14 Quorum, Resolution by Circulation

1. The Board is quorate if at least half of its members are present.

2. No quorum is required to record a completed capital increase or reduction and to adopt the resulting amendment of the Articles of Association.

3. The Board may pass resolutions by circulation in writing provided no member requests oral deliberation. To be valid, resolutions in writing must have been communicated to all Board members and must have been approved in writing by such majority as required for the respective matter. Circular resolutions shall be recorded in the minutes of the subsequent Board meeting.

Art. 15 Voting

Resolutions are adopted with the majority of votes represented in the meeting and the Chair has the casting vote.

Art. 16 Minutes

The Secretary keeps minutes of the meetings and of resolutions passed by circulation. The minutes include a list of pending tasks, deadlines and responsible persons. The minutes are signed by the Chair and the Secretary and are sent to all Board members within 15 business days after the meeting. Resolutions passed by circulation are communicated to all Board members promptly upon finalization of the circulation procedure.

Art. 17 Information

1. Each Board member has the right to request information and inspection pursuant to the Swiss Code of Obligations.

2. The Chair ensures, in cooperation with the CEO, timely and concise information to all Board members, particularly to enable them to prepare for Board meetings and to update them between meetings.

Art. 18 Board Efficiency and Effectiveness

The following instruments shall support the Board in conducting its affairs in an efficient and effective way:

- proposal for the strategic plan;
- regular reports by the CEO and the CFO;
- standard agenda of Board meetings covering annually recurring topics required by good corporate governance;
- annual Board self-assessment and Chair evaluation;
- special mandates to Internal or External Audit; and
- retention of advisors and consultants reporting directly to the Board, including special assignments to the external auditor.

Committees of the Board

Art. 19 Structure, References

1. The Board forms the following Committees:
   - the Audit Committee ("**AC**");
   - the Nomination and Compensation Committee ("**NCC**"); and
   - the Technology and Innovation Committee ("**TIC**").
2. The Board appoints AC and TIC members, as well as the AC, NCC, and the TIC chairs. The NCC members are elected by the Shareholders' Meeting.
3. The Board may constitute additional standing or *ad hoc* committees.
4. The Sonova Holding AG Board Committee Charters set out the duties of the Committees. The Committee procedures are governed by Art. 11-15, which shall apply *mutatis mutandis*.

Board Chair

Art. 20 Appointment, Lines of Report

1. The Chair is elected by the Shareholders' Meeting upon recommendation of the Board.
2. If the office of the Chair is vacant, the Board shall appoint a new Chair from among its members for the remaining term of office.
3. The Chair represents the Board vis-à-vis the CEO.

Art. 21 Duties

The Chair has the following duties and authorities:

1. prepare and preside over the Shareholders' Meetings;
2. prepare, set agendas for, and chair Board meetings in consultation with the CEO;
3. coordinate the work of the Board and its Committees;
4. instruct the CEO on Board and Committee resolutions and to ensure their implementation;
5. conduct the annual Board self-assessment and the CEO performance appraisal, including development and succession planning;
6. meet regularly with the CEO and the GE, and attend Committee meetings in consultation with the Committee chairs;
7. to take necessary measures in urgent cases, immediately notify the Board members of any decisions taken, and submit such decisions for Board ratification at its next meeting.

The Board Vice-Chair

Art. 22 Appointment, Mandate

1. The Vice-Chair may be appointed by the Board and selected from among the independent Board members.
2. The Vice-Chair substitutes for the Chair in case of the Chair's absence, impediment, or delegation.

Art. 23 Duties

The Vice-Chair has the following duties and authorities:

1. to chair the Board meeting in case of Art. 22 para. 2, and
2. unless otherwise decided, to assume all Chair duties while the Chair position is vacant until a successor is appointed by the Board in accordance with Art. 20 para. 2.

Chief Executive Officer

Art. 24 Appointment, Lines of Report

3. The CEO is appointed by the Board, and reports to the Board, represented by the Chair.

4. The direct reports of the CEO include the GE members and additional key executives.

Art. 25 Duties

1. Save as otherwise provided in the OrgReg, the law, or the Articles of Association, the Board delegates the executive management of the Company to the CEO. The details are further specified in the Sonova Holding AG “Delegation of Authorities”.

2. The CEO has the following duties and authorities:
   (a) prepare the Group strategy for Board approval, and direct operational management in line with the strategic direction defined by the Board;
   (b) prepare financial plans and bear accountability for financial results in line with Board defined objectives;
   (c) determine the powers and duties of each GE member subject to Board ratification;
   (d) lead the GE, and to prepare the performance appraisal of the GE members for the NCC;
   (e) develop and monitor the Group's ESG strategy, including promoting diversity measures;
   (f) implement and execute risk management, control procedures, and cybersecurity measures, and submit regular risk reports to the Board;
   (g) ensure compliance with legal and regulatory requirements, internal policies, and the Code of Conduct, acting as a role model in supporting and enforcing its underlying principles;
   (h) represent the Group externally on executive management matters; and
   (i) ensure timely information flow to the Board, support the Chair in preparing Board meetings, and implement Board and Committee resolutions.

Group Executives

Art. 26 Composition, Appointment

1. The GE consist of the CEO, the CFO, and additional business and functional leaders according to strategic needs and organizational setup as determined by the Board.

2. All GE members are appointed by the Board upon recommendation of the NCC. The CEO proposes the appointment of other GE members.

3. The GE are chaired by the CEO.

Art. 27 Duties

1. The GE shall be responsible for the operational management of the Group, and the CEO shall assign the duties and responsibilities to the GE members subject to Board approval.

2. In particular, the GE have the following duties and authorities:
   - to execute and monitor the business strategy and strategic roadmap;
   - to lead their respective Group functions efficiently and transparently;
   - to prepare and deliver annual plans and budgets;
   - to identify and manage key risks, including reviewing risk reports before Board submission;
   - to implement ESG strategies and initiatives; and
   - to promote ethical conduct and ensure compliance with applicable rules and regulations.

Art. 28 Decision Making, Minutes

1. The CEO takes decisions in accordance with Art. 25 based on consultation and deliberation with the GE.

2. GE meetings shall be minuted, approved by the CEO, and made available to the Board.

Group Organization

Art. 29 Structure

1. The Group organizational structure is determined by the Board upon recommendation of the CEO.
2. The Group Companies are created to execute functions, tasks and assignments to run the business and its operations. Managing Directors of Group Companies are responsible for planning, directing and executing local business plans and actions in full compliance with applicable laws and regulations and the Group's internal rules.
3. Group Companies are led by Managing Directors who are responsible for their management and operations, with support from managers of relevant functional units. The Managing Directors report either to the CEO, the responsible GE member or such GE member’s direct report.

Art. 30 Board of Directors of Group Companies

The composition and duties of boards of directors of Group Companies are governed by applicable mandatory local law. The Managing Directors ensure compliance with applicable laws and regulations and the Group's internal rules.

Internal Audit & Risk and Global Compliance

Art. 31 Mandate, Duties and Authorities

“Internal Audit & Risk” and “Global Compliance” are independent and objective functions mandated by the Board through the AC. The “Internal Audit & Risk Charter", approved by the AC and released by the Board, defines their mandate, duties and authorities. Both functions regularly report to the AC and the Board. The Head Internal Audit & Risk may assume other responsibilities provided they do not compromise independence.

Art. 32 Appointment, Reporting Line

1. The Head Internal Audit & Risk is appointed and removed by the Board upon AC recommendation and reports functionally to the AC chair. The CFO handles administrative and personnel matters.
2. The Group General Counsel serves as Group Compliance Officer and is appointed by the Board and has in this capacity a dotted / indirect reporting line to the AC chair.

Effectiveness and Amendments

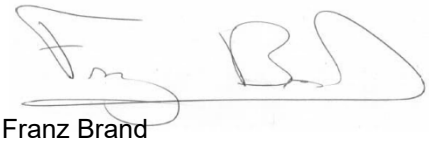
Art. 33 Effectiveness and Amendments

The OrgReg may only be amended or replaced by the Board. It is also a Board matter to decide to make the OrgReg available to third parties or the public.

The Chair

Gilbert Achermann

The Secretary



Franz Brand

Further applicable documents

[1] Audit Committee Charter

[2] Nomination and Compensation Committee Charter

[3] Technology and Innovation Committee Charter

[4] Internal Audit & Risk Charter

[5] Delegation of Authorities

[6] Insider Trading Prevention Directive (module 1 of the Securities Trading, Public Disclosure and Reporting Policy)

Version Control

Version	Description of change / content	Written by	Approved by/on	Released by/on
2008	Revised Version	Pascal Brandenberger	Andy Rihs, Pascal Brandenberger, 14th March 2008	Sonova Board of Directors, 14th March 2008
2010	Revised Version	Sandra Wiedmer	Andy Rihs, Sandra Wiedmer, 3rd May 2010	Sonova Board of Directors, 3rd May 2010
2011	Revised Version	Patrick Buechi	Robert F. Spoerry, Patrick Buechi, 13th June 2011	Sonova Board of Directors, 13th June 2011
2013	Revised version to reflect changes in-line with Internal Audit, Risk & Compliance Charter	Claudia Nohr	Robert F. Spoerry, Patrick Buechi, 17th June 2014	Sonova Board of Directors, 14th November 2013
2014	Revised version to reflect implementation of Minder initiative	Sascha Stocker	Robert F. Spoerry, Patrick Buechi, 17th June 2014	Sonova Board of Directors, 17th June 2014
2018	Revised version to reflect restructuring of Global Compliance function	Antje Petersen Schmalnauer	Robert F. Spoerry, Antje Petersen Schmalnauer, 16th May 2018	Sonova Board of Directors, 16th May 2018
2021	Revised version to emphasis on diversity in practice within the Sonova Group	Cyrill Littmann May 2021	Robert F. Spoerry, Franz Brand, 12th May 2021	Sonova Board of Directors, 12th May 2021
2023	Revised version to reflect the revision of the Swiss corporate law and the amended Articles of Association	Martin Zois October 2023	Robert F. Spoerry, Franz Brand, 15th November, 2023	Sonova Board of Directors, 15th November, 2023
2025	Amended version for flexibility regarding the appointment of the Vice-Chair of the Board of Directors.	Martin Zois December 2024	Robert F. Spoerry, Franz Brand, 30th January, 2025	Sonova Board of Directors, 30th January, 2025
2025	Amended for implementation of the Technology and Innovation Committee ("TIC")	Martin Zois May 2025	Gilbert Achermann, Franz Brand, 10th June, 2025	Sonova Board of Directors, 10th June, 2025
2025	Amended for implementation of the Board Operations and Procedures, removing duplication, general simplification and language overhaul.	Martin Zois November 2025	Gilbert Achermann, Franz Brand 13th November, 2025	Sonova Board of Directors, 13th November 2025